

P96000101649

DAVID J. WILEY  
720 MAGNOLIA STREET  
NEW SMYRNA BEACH, FLORIDA 32168

December 13, 1995

Division of Corporations  
Secretary of State  
P. O. Box 6327  
Tallahassee, Florida 32314

RE: New Corporation

800002029878--4  
-12/17/96--01015--011  
\*\*\*122.50 \*\*\*122.50

Dear Sirs:

Please find the original and a copy of the articles of incorporation for I Can't Remember, Inc. I am enclosing a check in the amount of \$122.50 to cover this filing. Please file the articles and return a certified copy to the above address.

Sincerely,



David J. Wiley

FILED  
96 DEC 16 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/17/96  
KR

**ARTICLES OF INCORPORATION  
OF  
I CAN'T REMEMBER, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be:

**I CAN'T REMEMBER, INC.**

**ARTICLE II**

This corporation may engage in any activity of business permitted under the laws of the United States and permitted under the laws of the State of Florida:

A. To buy, sell, lease, mortgage, and exchange any and all real and personal property which may be necessary, advantageous or proper in the conduct of the said business or businesses.

B. To exercise generally such powers as may be incident to or convenient for the purpose and business of the Corporation and to have, exercise, and enjoy all the rights and privileges of Corporation for profit under the laws of the State of Florida.

C. To develop, mortgage, finance, and construct all real property which may be necessary, advantageous, or proper in the conduct of the said business of the Corporation.

It being expressly provided that the foregoing enumerated powers shall not be held to limit or restrict the general powers of the Corporation.

**ARTICLE III**

The maximum number of shares of stock this corporation may issue is twenty shares of common stock, which shall be common stock of \$ 1.00 par value. All said common stock shall be payable in cash, or payable by property, labor, or services at a just valuation fixed by the stockholders. Property, labor, or services may be purchased or paid for with capital stock at a just valuation fixed by the Board of Directors.

#### **ARTICLE IV**

The amount of capital with which this Corporation shall begin is not less than One Thousand (\$ 1,000.00) Dollars.

#### **ARTICLE V.**

The principal office of the Corporation shall be at 720 Magnolia Avenue, New Smyrna Beach, Volusia County, Florida 32168. The mailing address of the Corporation shall be P. O. Box 1304, New Smyrna Beach, Florida 32170-1304. The registered agent is David J. Wiley, 720 Magnolia Avenue, New Smyrna Beach, Florida 32168.

#### **ARTICLE VI**

The business of the Corporation shall be managed by the Board of Directors to be elected by the stockholders as provided in the by-laws of the Corporation.

#### **ARTICLE VII**

The name and residence address of the person signing these Articles of Incorporation as subscriber is as follows:

**David J. Wiley**  
**907 North Atlantic Avenue**  
**New Smyrna Beach, Florida 32169**  
**904 427-8000**

#### **ARTICLE IX**

No holder of common stock of the Corporation shall have any preferential, preemptive, or other right to the detriment of any other stockholder of the Corporation.

#### **ARTICLE X**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and creating, dividing, limiting, and regulating the powers of the Corporation and its stockholders are hereby adopted as a part of these Articles of Incorporation.

A. No person shall be required to own, hold, or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

B. The stockholders shall have power to hold their meetings within or without the State of Florida. The stockholders shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used. That any action taken at such meeting shall be reduced

to writing and signed by the stockholders within a period of fifteen (15) days from date of said meeting and filed with the Secretary of the Corporation as part of the corporate records.

#### ARTICLE XI

The names and residence addresses of the officers of the Corporation are as follows:

NAME	POST OFFICE ADDRESS	OFFICE
Louis Verrone	907 North Atlantic Avenue New Smyrna Beach, Florida 32169	President Director
Charles R. Seibold	200 South Riverside Drive #302 New Smyrna Beach, Florida 32169	Treasurer Secretary Director

#### ARTICLE XII

The Corporation may have such other officers and agents as may be deemed necessary. All officers and agents shall be chosen in such manner and shall hold their offices for such terms, and shall have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.


#### ARTICLE XIII

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter permitted by law or prescribed by statute, and all rights conferred upon the Stockholders herein are granted subject to this reservation.

#### ARTICLE XIV

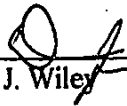
The Corporation existence shall commence on the 16th day of December, 1996. The undersigned may operate said Corporation under provisions of Subchapter S of the Internal Revenue Code.

The undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.

  
\_\_\_\_\_(L.S.)  
David J. Wiley

### ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

The undersigned, having been named to accept service of process for the above stated Corporation, at the place designated in Article V of the Articles of Incorporation, hereby accepts to act in this capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

  
\_\_\_\_\_  
David J. Wiley

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